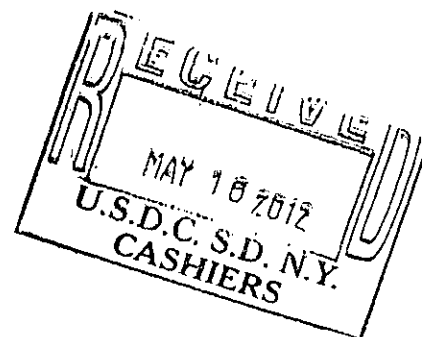


JUDGE GRIESA

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Counsel for Plaintiff



**UNITED STATES DISTRICT COURT
 FOR THE SOUTHERN DISTRICT OF NEW YORK**

PALMER KANE LLC,

Plaintiff,

v.

SCHOLASTIC CORPORATION; SCHOLASTIC
 INC.,

Defendants.

Case No.:

**COMPLAINT AND
 DEMAND FOR A JURY
 TRIAL**

Plaintiff PALMER KANE LLC, by and through undersigned counsel, pursuant the applicable Federal Rules of Civil Procedure and the Local Civil Rules of the United States District Court for the Southern District of New York, hereby demands a trial by jury of all claims and issues so triable and for its Complaint against Defendants SCHOLASTIC CORPORATION and SCHOLASTIC INC., hereby asserts and alleges as follows:

JURISDICTION AND VENUE

1. This is an action for copyright infringement and related claims brought by Plaintiff Palmer Kane LLC ("Palmer Kane" or "Plaintiff") against Defendants Scholastic

Corporation and Scholastic Inc. (collectively "Scholastic" or "Defendants") for Defendants' unauthorized and infringing uses of Plaintiff's copyrighted photographs.

2. Jurisdiction for Plaintiff's claims lies with the United States District Court for the Southern District of New York pursuant to the Copyright Act of 1976, 17 U.S.C. §§ 101, *et seq.*; 28 U.S.C. § 1331 (conferring original jurisdiction "of all civil actions arising under the Constitution, laws, or treaties of the United States"); and 28 U.S.C. § 1338(a) (conferring original jurisdiction over claims arising under any act of Congress relating to copyrights); and 28 U.S.C. § 1367.

3. Venue is proper in this Court under 28 U.S.C. § 1391(b) since Defendants reside in this District and a substantial portion of the misconduct by Defendants giving rise to the claims asserted herein occurred in this District, and 28 U.S.C. § 1400(a) since Defendants reside or may be found in this District. Further, Defendants' primary place of business is in this District, Defendants conduct substantial business in this District, Defendants are subject to personal jurisdiction in the State of New York, and Defendants infringed Plaintiff's copyrights in the State of New York and this District.

THE PARTIES

1. Gabe Palmer, a resident of the State of Vermont, is a professional photographer who makes his living taking and licensing photographs.

2. Gabe Palmer created photographs as works-made-for-hire for Palmer/Kane Inc. ("PKI").

3. PKI is identified as the registered owner of the copyrights in and to certain images that were created by photographer Gabe Palmer, including images identified herein.

4. In a written agreement dated January 15, 2008, PKI transferred and assigned its

copyrights, and all interests and rights therein, to Plaintiff Palmer Kane LLC.

5. Plaintiff Palmer Kane LLC is a stock photography agency that licenses the works of Gabe Palmer.

6. Defendant Scholastic Inc. is a division or subsidiary entity of Scholastic Corporation.

7. Defendants' principle place of business is New York, New York.

8. Scholastic is a publisher and distributor of textbooks and other educational materials.

9. Scholastic distributes content throughout the United States, including through various companies, divisions, and imprints.

10. Upon information and belief, Scholastic acquired Grolier, Inc. (also known as Grolier Publishing) ("Grolier") in 2000, including its imprints and divisions.

11. Upon information and belief, Franklin Watts, Inc. (also known as Franklin Watts Publishing) ("Franklin Watts") was acquired by Grolier prior to 2000 and is one of the assets acquired by Scholastic.

12. Upon information and belief, Scholastic continues to publish and distribute content under and/or through Grolier and Franklin Watts as imprints and/or divisions.

FACTUAL ALLEGATIONS

13. Scholastic used and continues to use Plaintiff's photographs in numerous programs and publications.

14. Plaintiff is the owner of copyrights to photographs that Defendants published without authorization and used in excess of Scholastic's limited licenses.

15. Plaintiff's copyrights in and to photographs used by Scholastic and that are the

subject of this action have been registered with the United States Copyright Office, including under: VAu 529-623; VA 787-113; VA 787-126; VA 787-128; VA 1-297-359; VA 1-811-724; VA 1-812-030; VA 1-812-335; VA 1-812-343; VA 1-812-344; VA 1-812-345; VA 1-812-347; VA 1-812-348; VA 1-812-349; VA 1-812-357; VA 1-812-350; VA 1-812-359.

16. Scholastic primarily obtained Plaintiff's photographs from Plaintiff's licensing agents, including The Stock Market ("TSM") and Corbis Corporation ("Corbis").

17. In all cases where Scholastic obtained permission to use Plaintiff's works, Scholastic was permitted to make only limited uses of Plaintiff's photos and such permission was granted subject to specific terms and conditions.

18. Defendants did not acquire any copyrights or ownership interests in Plaintiff's images.

19. In obtaining copies of Plaintiff's photographs, Scholastic's agents represented that Scholastic would not make any subsequent uses of these photographs without prior permission and payment of agreed-upon license fees.

20. Plaintiff and its agents sold limited licenses to Scholastic based on representations regarding Scholastic's intended uses and representations that its use would not exceed these limitations.

21. Plaintiff and its agents relied on these representations in determining the requisite licensing fees.

22. Upon information and belief, Defendants exceeded the licenses it obtained to use Plaintiff's images, reused Plaintiff's works without a license or prior to obtaining a license, and made unauthorized uses of Plaintiff's works, including the uses and works set forth in Exhibit A.

23. Upon information and belief, Defendants exploited Plaintiff's photographs

without permission, prior to obtaining permission, and in excess of applicable license restrictions.

24. Defendants' conduct is part of a broader practice and pattern of textbook publishers violating license terms and exceeding license limitations and using images without obtaining permission.

25. Plaintiff previously filed a civil suit in this District against Scholastic related to Scholastic's unauthorized and infringing use of Plaintiff's photographs in the *READ 180* program. No claims regarding the *READ 180* program are asserted here. However, Scholastic's infringing uses of Plaintiff's images in the *READ 180* program demonstrate and are part of a broader pattern and practice of infringing and misappropriating third-party photographic content, including Plaintiff's images identified in Exhibit A.

26. This pattern and practice of misappropriating third-party content demonstrates reckless disregard for the rights of the owners of those creative works.

27. Scholastic concealed its illegal conduct in order to avoid liability.

28. Plaintiff requested usage information from Scholastic, but the request was ignored.

29. Scholastic ignored this request for information and refused to cooperate with Plaintiff in order to hide its misconduct and avoid liability.

30. Because critical information remains in Scholastic's sole possession, the full scope of Scholastic's unauthorized and infringing uses of Plaintiff's photographs and other third-party content has not yet been ascertained.

31. Upon information and belief, Scholastic made unauthorized uses of Plaintiff's photographs in *Scholastic Explains Writing Homework* (Exhibit B), including by using Plaintiff's

photos without permission or beyond the scope of whatever license or permission may have obtained.

32. Upon information and belief, Scholastic made unauthorized uses of Plaintiff's photographs in *Scholastic Children's Dictionary* (Exhibit C), including by using Plaintiff's photos without permission or beyond the scope of whatever license or permission may have obtained.

33. Upon information and belief, Scholastic made unauthorized uses of Plaintiff's photographs in *Scholastic Children's Encyclopedia* (Exhibit D), including by using Plaintiff's photos without permission or beyond the scope of whatever license or permission may have obtained.

34. Upon information and belief, Scholastic made unauthorized uses of Plaintiff's photographs in *Book of Knowledge* and *New Book of Knowledge*, including by using Plaintiff's photos beyond the scope of whatever license or permission may have obtained and publishing Plaintiff's photos in editions for this title for which Defendants did not obtain permission.

35. Upon information and belief, Scholastic made unauthorized uses of Plaintiff's photographs in *New Book of Popular Science*, including by using Plaintiff's photos beyond the scope of whatever license or permission Defendants may have obtained and publishing Plaintiff's photos in editions for this title for which Defendants did not obtain permission.

36. A reasonable opportunity for further investigation and discovery will confirm that Defendants' unauthorized, unlicensed, and/or infringing uses of Plaintiff's images are not limited to the photographic works and titles identified herein or in Exhibit A.

COUNT I
(COPYRIGHT INFRINGEMENT)

37. Plaintiff repeats and re-alleges each allegation set forth in the prior paragraphs as if set forth fully herein.

38. Upon information and belief, Defendants infringed Plaintiff's exclusive rights in and to Plaintiff's creative works.

39. Defendants' conduct as alleged herein constitutes infringement of Plaintiff's copyrights.

40. Defendants misappropriated and made unauthorized uses of Plaintiff's intellectual property for its own profit.

41. Defendants benefitted and continue to financially benefit from their uncompensated and infringing uses of Plaintiff's creative works.

42. Defendants' conduct was intentional, willful, reckless, and/or malicious.

43. Defendants' unauthorized and infringing conduct caused Plaintiff significant injuries, damages, and losses in amounts to be determined at trial.

44. Defendants' effort to conceal its unauthorized uses both infringes Plaintiff's copyrights, including by interfering with Plaintiff's rightful effort to monitor and protect its copyrights, and demonstrates that Defendants' conduct was willful.

45. Upon information and belief, the various infringements of Plaintiff's rights identified herein are part of a broader pattern and practice of Defendants infringing and misappropriating third-party photographic content, including by using third-party images prior to obtaining permission and using third-party images in excess of applicable license restrictions.

46. This pattern and practice of misappropriating third-party content constitutes a habit of infringement.

47. This pattern and practice of misappropriating third-party content demonstrates reckless disregard for the rights of the owners of those creative works, including images owned by Plaintiff.

48. Plaintiff seeks all damages recoverable under any applicable agreements and/or under the Copyright Act, including statutory or actual damages and Defendants' profits attributable to the infringing use of Plaintiff's creative works and the damages suffered as a result of the lack of compensation, credit, and attribution. Plaintiff also seeks all attorneys' fees and any other costs incurred in pursuing and litigating this matter.

WHEREFORE, Plaintiff respectfully prays for judgment and for the following relief on its behalf and on behalf of the proposed class:

1. A preliminary and permanent injunction against Defendants and anyone working in concert with Defendants from copying, displaying, distributing, advertising, promoting, selling or offering to sell plaintiff's photographs or creating, obtaining and using substantially similar photographs in any of the preceding ways and to deliver to the Court for destruction or other appropriate disposition of all materials, including digital files representing Plaintiff's photographs in the control or possession of Defendants;

2. All allowable damages under the Copyright Act, including, but not limited to, statutory or actual damages, including damages incurred as a result of Plaintiff's loss of licensing revenue, and Defendants' profits attributable to infringement and damages suffered as a result of the lack of credit and attribution;

3. All damages allowed under any applicable contracts or agreements;

4. Plaintiff's full costs, including litigation expenses, expert witness fees, interest, and any other amounts authorized under law, and attorneys' fees incurred in pursuing and litigating this matter;
5. All allowable damages caused by and/or resulting from Defendants' violation and infringement of Plaintiff's rights in and to this creative visual works;
6. Any other relief authorized by law, including punitive and/or exemplary damages; and
7. For such other and further relief as the Court deems just and proper.

JURY TRIAL DEMANDED

Dated May 16, 2012
New York, New York.

Respectfully submitted,

NELSON & McCULLOCH LLP

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Attorneys for Plaintiff

EXHIBIT A

Exhibit A

Palmer Kane LLC v Scholastic Corp.

LICENSOR OR PUBLISHER	TITLE (if available)	ISBN	AGENT	INVOICE # (if any)	INVOICE DATE	IMAGE #	IMAGE DESCRIPTION
Grolier	New Book of Knowledge, vM	0-7172-0525-8	The Stock Market ("TSM")	95224	Jan-94	CU115A1477	YOUNG MUSICIANS
Weekly Reader			TSM	94845	Jan-94	P4703	Kindergarten Boy with missing tooth
Grolier			TSM	95218	Jan-95	O052B1132	Modern telecommunications
Grolier			TSM	96435	Feb-94	SS1241148	TEEN PREG
Weekly Reader			TSM	98661	Mar-94	O0650107	kids and globe ed4635
Weekly Reader			TSM	98661	Mar-94	PE0510133	2nd graders in computer lab ed4664
Scholastic			TSM	103844	Jun-94	pe03912240	kids on computer
Grolier			TSM	105234	Jul-94	o049e3024	executive conference
Grolier			TSM	109119	Sep-94	o079d8908	unemployed looking at classified
Scholastic	Scholastic Children's Dictionary	0-590-25271-2		NONE	NONE	UNK-0	Now Renting sign
Grolier			TSM	112834	Nov-94	AS3573	Thanksgiving Portrait
Grolier			TSM	112834	Nov-94	PE275P9376	Family with triplets
Scholastic			TSM	110863	Oct-94	O0670109	high school chemistry experiment ed7993
Scholastic			TSM	111119	Oct-94	PE1290146	mom holding girl at bus stop ed7948
Grolier			TSM	114895	Dec-94	sc007a9701	parameds
Scholastic			TSM	104851	Jul-94	ed3229	BOY RAISING HAND IN CLASS
Scholastic (Children's Press)			TSM	104494	Jul-94	O0660119	teacher helping student ed7954
Scholastic			TSM	120430	Mar-95	PE0380004	PLAYING CELLO CU9753
Scholastic			TSM	107339	Jun-94	ed3229	BOY RAISING HAND IN CLASS
Grolier	The New Book of Popular Science v2	0-7172-1220-3	TSM	134053	Sep-95	1468G4552	testing toxic waste
Grolier	New Book of Knowledge, vJK		TSM	137059	Oct-95	o063d6603	montessori kids with musical instruments

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Grolier	New Book of Knowledge, vJK		TSM	137059	Oct-95	o065d3023	kindergarten
Scholastic			TSM	142963	Jan-96	ED4644	Boy in high school library
Scholastic			TSM	142963	Jan-96	PE0510008	Boys on computer ED9846
Scholastic			TSM	142963	Jan-96	PE0510109	3 little kids on computer ED7989
Scholastic			TSM	142902	Jan-96	PE1270024	Father Son Telescope P10152
Scholastic			TSM	156907	Jun-96	f204b0283	Boy & watering can/spec Fj
Scholastic	Scholastic Explains Writing Homework	0-590-39759-1		NONE	NONE	O0660102	Student Doing Classwork
Scholastic			TSM	174336	Dec-96	PE1270024	Father Son Telescope P10152
Weekly Reader			TSM	189190	May-97	SC008A7299	EMTS/ambulance
Scholastic			TSM	190768	Jun-97	fo7314298	woman eat diet food
Weekly Reader			TSM			O135d0137	postal carrier
Weekly Reader			TSM			PE1400113	man with a cold 16635
Grolier			TSM	263051		pe140x4069	man brushing hair
Scholastic			TSM	256965		O0650001	Bored little boy in kindergarten ED9824
Scholastic			TSM	263063		SS1200101	kid drinking ss12043
Scholastic			TSM	268874		PE0310200	child w/ chicken 20032
Scholastic			TSM	259716		v6422	Boy checking beeper
Scholastic			TSM	247452		AM1400101	dad & girl hugging w/ homemade card p6587
Scholastic			TSM	247458		o0660146	students with paper masks in art class 1252
Weekly Reader			Corbis	304623	7/26/2000	o0670169	high school class
Scholastic (Prof Mag)			Corbis	304979	7/28/2000	o0660148	Grade School Math Class 1258
Weekly Reader			Corbis	305505	8/9/2000	o0670169	high school class additional use
Scholastic			Corbis	303241	7/11/2000	o0720209	two students in library 53325856

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Scholastic	Scholastic Explains Writing Homework	0-613-12078-7	Corbis	NONE	NONE	O0660102	Student Doing Classwork
Scholastic			Corbis	333369	6/29/2001	cu0820102	marching band trumpet player AS18910
Scholastic			Corbis	333369	6/29/2001	cu0820102	marching band trumpet player AS18910
Grolier	New Book of Knowledge, vQR	0-7172-0533-9	Corbis	339383	10/9/2001	pe271y2908	boy with down syndrome and friend
Grolier	New Book of Knowledge, vUV	0-7172-0533-9	Corbis	340360	10/25/2001	pe0040180	child portrait 51230
Scholastic			Corbis	314941	11/20/2000	n123d1544	snowman
Scholastic (Early Child)			Corbis	322031	2/19/2001	PE1220350	family watching falling stars 29224
Weekly Reader			Corbis	335982	8/15/2001	O0660014	grade schoolers boarding school bus
Scholastic			Corbis	338538	9/25/2001	O0650001	Bored little boy in kindergarten ED9824
Grolier			Corbis	338662	9/27/2001	O063d6603	montessori kids with musical instruments
Scholastic	Phonics Take-Home title available in Kuala Lumpur and China	0-439-55015-7	Corbis	NONE	NONE	PE1220350	Family watching falling stars
Scholastic	Scholastic Children's Dictionary	0-439-36563-5		NONE	NONE	UNK-0	Now Renting Sign
Weekly Reader			Corbis	339800	10/15/2001	o0840161	firefighters rescuing 74058
Weekly Reader			Corbis	341613	11/14/2001	o0750143	Teacher talking to student in hallway
Scholastic			Corbis	202717	7/17/2002	pe1290529	climbing aboard at the rR museum
Scholastic			Corbis	305035	3/14/2003	i4000102	computer recycling
Scholastic			Corbis	295905	2/27/2003	o0670169	high school class
Franklin Watts			Corbis	367257	7/8/2003	PE1270024	father son telescope
Scholastic			Corbis	348171	4/15/2000	o067ab3368	high school student calculator
Scholastic			Corbis	348171	4/15/2000	o067ab3368	high school student calculator
Scholastic			Corbis	348171	4/15/2000	pe200ap0469	teen supermarket clerk
Scholastic	Scholastic Children's Encyclopedia	0-439-43816-0	Corbis	NONE	NONE	CO0480101	Hands on Braille
Franklin Watts			Corbis	559134	6/29/2004	o0740387	taking test

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Franklin Watts			Corbis	503847	3/17/2004	o0740387	taking test
Scholastic			Corbis	438602	11/10/2004	o0660106	flash cards math
Franklin Watts			Corbis	559134	6/29/2004	o0740387	taking test
Franklin Watts			Corbis	715691	4/27/2005	am1140101	kids and bear at Seattle zoo
Scholastic			Corbis	764810	8/9/2005	o0660388	teacher tutoring student
Scholastic			Corbis	764923	8/9/2005	o0750114	teacher Encouraging Student
Scholastic			Corbis	765597	8/10/2005	o0660388	teacher tutoring student
Scholastic			Corbis	684140	2/25/2005	PE1220350	family watching falling stars
Weekly Reader			Corbis	659598	1/7/2005	O0660328	student reciting Gettysburg address
Weekly Reader			Corbis	659590	1/7/2005	SC0020141	girl smiling in dentist chair
Weekly Reader			Corbis	661492	1/12/2005	PE0410488	line of shadows
Franklin Watts			Corbis	760427	7/29/2005	SS1190101	Depression
Scholastic			Corbis	744375	6/24/2005	o0660388	teacher tutoring student
Scholastic			Corbis	718848	5/2/2005	o0740346	excellent pupil
Scholastic			Corbis	730313	5/26/2005	mi1030102	haunted house
Scholastic			Corbis	730266	5/26/2005	PE2030216	teens in car
Scholastic			Corbis	730266	5/26/2005	PE2030216	teens in car
Scholastic	New Book of Knowledge, vM	0-7172-0541-X	TSM	NONE	NONE	CU115A1477	YOUNG MUSICIANS
Scholastic	New Book of Knowledge, vJK	0-7172-0541-X	TSM	NONE	NONE	o063d6603	montessori kids with musical instruments
Scholastic	New Book of Knowledge, vJK	0-7172-0541-X	TSM	NONE	NONE	o065d3023	Kindergarten
Scholastic	New Book of Knowledge, vUV	0-7172-0541-X	Corbis	NONE	NONE	pe0040180	Child's Portrait
Scholastic	New Book of Knowledge, vQR	0-7172-0541-X	Corbis	NONE	NONE	pe271y2908	Boy with Down Syndrome and friend
Scholastic	New Book of Knowledge, vF	0-7172-0541-X	TSM	NONE	NONE	UNK-I	Frozen Food Manufacturing

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Scholastic			Corbis	828117	12/6/2005	o0660146	students with paper masks in art class
Weekly Reader			Corbis	6031202	4/6/2006	4215212624	multicultural group children around globe
Franklin Watts			Corbis	6073760	8/25/2006	O0670169	High School Class
Scholastic			Corbis	796115	10/7/2005	i6350102	robotic hand using laptop computer
Grolier			Corbis	805196	10/25/2005	pe0390010	boys reading baseball cards
Scholastic			Corbis	781254	9/12/2005	sc0080104	speeding Ambulance
Scholastic			Corbis	785342	9/20/2005	o0670124	troubled student with teacher
Scholastic			Corbis	785343	9/20/2005	sc0070117	paramedics accident site
Franklin Watts			Corbis	6019218	2/28/2006	nt5346478	Fisherman's Raincoats & Boots
Scholastic			Corbis	811923	11/4/2005	mi1030102	haunted house
Franklin Watts			Corbis	816834	11/15/2005	o0720213	girl reading book in library
Scholastic			Corbis	6007955	1/26/2006	PE0410488	line of shadows
Scholastic			Corbis	6058387	7/5/2006	o0660004	elementary science class
Scholastic			Corbis	6058387	7/5/2006	PE2710004	kids visiting friend in hospital
Franklin Watts			Corbis	6052915	8/15/2006	pe1210174	family making pasta
Scholastic			Corbis	6040451	5/3/2006	pe2030216	teens in car
Weekly Reader			Corbis	7101895	12/27/2007	sp1200131	Family on Ice
Scholastic	The New Book of Popular Science v2	978-0-7172-1226-2	TSM	NONE	NONE	1468G4552	testing Toxic Waste
Scholastic	The New Book of Popular Science v6	978-0-7172-1226-2	TSM	NONE	NONE	IN400	Jet Engine Manufacturing
Scholastic	Scholastic Children's Dictionary	0-439-70258-5		NONE	NONE	UNK-0	Now Renting Sign
Scholastic	The New Book of Popular Science v6	978-0-7172-1226-2	TSM	NONE	NONE	UNK-2	Frozen Food Assembly Line
Scholastic	The New Book of Popular Science v2	978-0-7172-1226-2	TSM	NONE	NONE		Coal Yard
Scholastic	The New Book of Popular Science v5	978-0-7172-1226-2	TSM	NONE	NONE		Depressed Woman in Nursing Home

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Franklin Watts			Corbis	6108874	12/18/2006	SS1190101	depressed boy
Scholastic			Corbis	7030425	4/12/2007	o0740253	students working together
Scholastic			Corbis	6090248	10/17/2006	i6350102	robotic hand using laptop computer
Scholastic			Corbis	6080522	9/18/2006	4215212622	boy holding globe
Scholastic			Corbis	6006166	9/29/2006	o0660103	girl getting on school bus
Scholastic			Corbis	7025684	3/28/2007	o0670169	high school class
Scholastic			Corbis	7032191	4/18/2007	4215212624	multicultural group children around globe
Scholastic			Corbis	6112374	1/2/2007	sc0020141	girl smiling dentist's chair
Scholastic			Corbis	7001642	1/9/2007	fo0450104	food pyramid
Weekly Reader			Corbis	7003635	1/16/2007	SS1210104	TEENS SHOPLIFTING
Grolier			Corbis	7006124	1/24/2007	cu0480005	ballet lesson
Weekly Reader			Corbis	7006696	1/26/2007	O0740365	Diligent Student
Scholastic			Corbis	7008116	1/30/2007	i6350102	robotic hand using laptop computer
Weekly Reader			Corbis	7081194	10/11/2007	pe0310399	kids watching fish
Scholastic			Corbis	7082257	10/16/2007	4215212644	teenagers escalator giving high five
Grolier			Corbis	7076047	9/25/2007	pe1270024	father son telescope
Weekly Reader			Corbis	8021543	3/31/2008	4215212673	american flag pole hanging half-mast
Scholastic			Corbis	8009525	2/12/2008	o0750108	teen volunteer reading grade-schooler
Grolier			Corbis	8013905	2/28/2008	o0740255	students in Middle School Library
Franklin Watts			Corbis	8048696	7/31/2008	4215212632	2 boys airplane museum w/ model
Grolier			Corbis	9005246	1/29/2009	4215212571	boy wearing suit smiling
Scholastic			Corbis	8073042	11/25/2008	i6350102	robotic hand using laptop computer
Weekly Reader			Corbis	9007652	2/12/2009	4215212627	4 boys bending forward

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Scholastic			Corbis	1324670	10/14/2010	cu0820102	marching band trumpet player AS18910
Scholastic	Power of Persuasion Contest		Corbis	NONE	NONE	PE2030216	Teens in Car
Scholastic			Corbis	1468327	1/26/2011	o0740255	students in middle school library
Scholastic			Corbis	621760	5/19/2011	o0670124	troubled student with teacher
Scholastic			Corbis	660165	6/20/2011	o0670124	troubled student with teacher
Scholastic			Corbis	1789178	10/11/2011	pe1270024	father son telescope
Storey	Dog Heroes (poster)		Alamy		8/1/2008		Dalmatian protecting fire truck
Scholastic	Dog Heroes (custom, non-poster)		Alamy		12/1/2008		Dalmatian protecting fire truck
Scholastic	Dog Heroes (custom, non-poster)		Alamy		12/1/2010		Dalmatian protecting fire truck
Scholastic			Corbis	NONE	NONE	cu0820102	marching band trumpet player AS18910

EXHIBIT B

BRIDGEPORT PUBLIC LIBRARY



3 4000 07485 3040

SCHOLASTIC  EXPLAINS™

WRITING HOMEWORK

**Everything children (and parents)
need to survive 2nd and 3rd grade**

SCHOLASTIC

Board of Advisors

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Library of Congress Cataloging-in-Publication Data

Scholastic explains writing homework: everything children (and parents) need to survive 2nd and 3rd grades.
p. cm. (The Scholastic explains homework series)
Includes index.

Summary: Presents information on a variety of topics related to learning to write, including various kinds of writing, parts of speech, sentence structure, and punctuation.
ISBN 0-590-39756-7 (hardcover) ISBN 0-590-39759-1 (pbk.)

1. English language—Composition and exercises—Study and teaching (Primary)—United States—Juvenile literature.
2. Homework—Juvenile literature.

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Name That Noun!

NOUNS

A **noun** is a word that names a person, a place, or a thing.

person	place	thing
boy	school	pencil
student	classroom	book
son	home	sweater
brother	kitchen	table

Nouns can also name feelings and ideas.

feelings	Ideas or thoughts
happiness	work
anger	freedom
excitement	fun
hunger	success

EXHIBIT C



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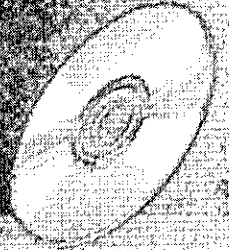
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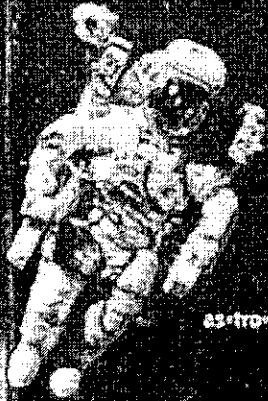
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compact disc

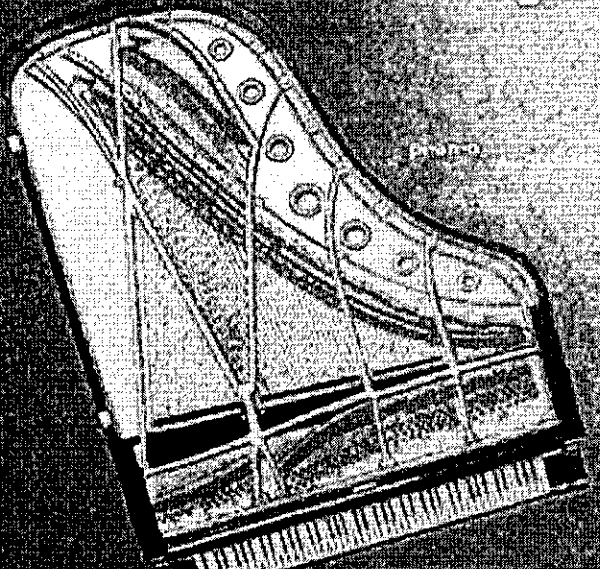
Children's Dictionary



astronaut



frog



sneaker

SCHOLASTIC

4. noun An attempt to do or win something.
Elvis made a bid for fame.

▷ **verb** bidding, bid or bade (bayd)

bide (bide) **verb** To wait for the right moment.
I will have to bide my time until I ask for a higher allowance. ▷ bidding, bided

bi-en-ni-al (bye-en-ee-uhl)

1. **adjective** Happening every two years or over a period of two years.

2. **noun** A plant that lives for two years.

bi-fo-cals (bye-foh-kuhlz) **noun, plural** Glasses or lenses that have two sections, for seeing up close and farther away.

big (big) **adjective**

1. Large in size. *What a big car!*

2. Of great importance. *I couldn't wait to hear the big news.*

▷ **adjective** bigger, biggest

► Synonyms: big

Big can describe things, people, ideas, or anything else that has great size or importance: An elephant is a big animal. Choosing a career is a big decision.

Large is often used in place of big and refers to anything greater than normal size or quantity: My mom runs a large business with a lot of employees.

Immense describes something so big that you can hardly measure or comprehend it: An immense snowstorm blanketed several states with deep snow.

Enormous, like immense, means extremely big or large: He gave me an enormous hug.

Huge means very large in scope or a very large amount: My parents took me out for a huge meal at my favorite restaurant.

Vast means extending for great distances: The farmer grew vast fields of corn.

big-horn (big-horn) **noun** A type of sheep with large, rounded horns, found in the western mountains of North America.

big-ot (big-uh) **noun** Someone who has a strong

prejudice, especially against people who are different from him or her.

bi-ling-u-al (bye-ling-gwuhl) **adjective** If someone is bilingual, the person can speak two languages well.

bill (bil) **noun**

1. A piece of paper telling you how much money you owe for something that you have bought. ▷ **verb** bill

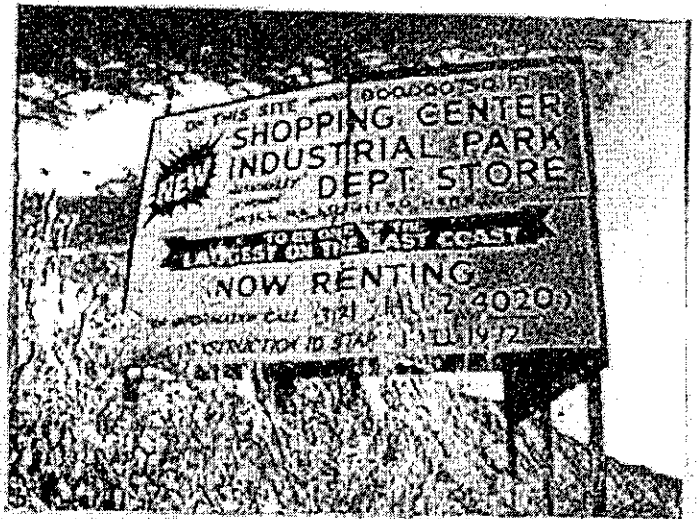
2. A written plan for a new law, to be debated in Congress.

3. The beak of a bird.

4. A piece of paper money, as in a ten-dollar bill.

bill-board (bil-bord) **noun** A large outdoor sign used to advertise products or services.

billboard



bill-fold (bil-fohd) **noun** A small folding wallet for paper money.

bill-li-ards (bil-yurdz) **noun, plural** A game in which you use a stick, called a cue, to hit balls around a table.

bil-lion (bil-yuhn) **noun** One thousand times one million, written 1,000,000,000. ▷ **adjective** billion

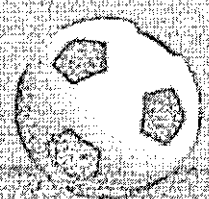
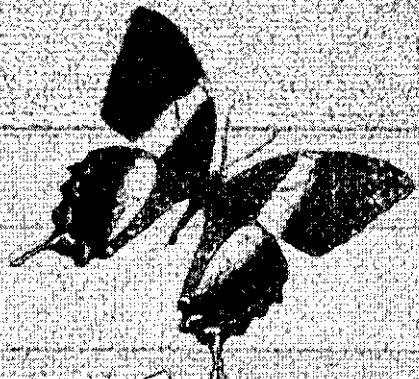
bil-low (bil-oh)

1. **verb** When a curtain, sail, or sheet billows, it is pushed outward by the wind.

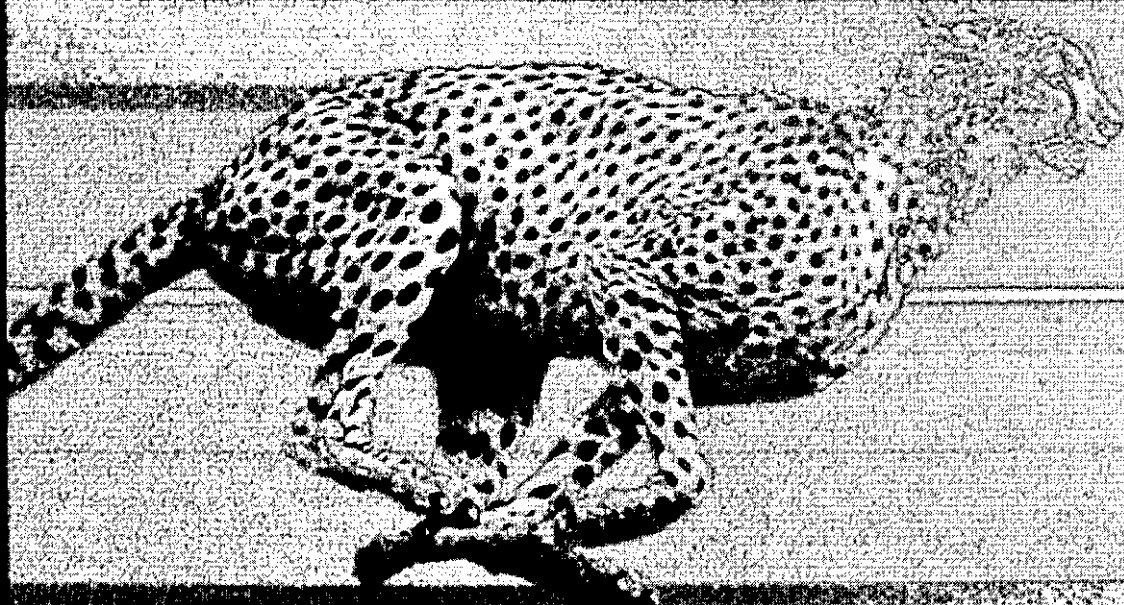
2. **verb** If smoke or fog billows, it rises up in large clouds.

EXHIBIT D

ALL NEW!
600
entries and
2,000
spectacular
illustrations



Scholastic Children's Encyclopedia



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* TOWNS AND VILLAGES

The Braille alphabet is used by blind people. Each letter has its own special arrangement of raised dots.



why, for example, when you touch a block of ice, you sometimes experience a burning sensation.

The reaction to extreme temperature is very similar to a pain reaction. The pain reaction is a special kind of touch sensation that protects people from harm. If you touch something that hurts, you immediately pull your hand away in an automatic response—you do not think before you do it. People often think of pain as a bad thing, but it is useful because it tells the brain that something is wrong. Pain might warn of injury, infection, or illness. It can also alert people to get away from danger.

SEE ALSO: Brain and Nervous System; Human Body

* TOWNS AND VILLAGES

Towns are urban communities that are smaller than cities. Villages are even smaller settlements, sometimes within the borders of a town.

Towns

Cities are large towns that have been granted a special document confirming their importance. By contrast, there is no real definition of a town. Towns tend to be smaller and less crowded than cities, but generally have at least 1,000 inhabitants. They usually have stores, movies, and

Modern towns may still provide these and other services, such as fire and police protection, and libraries. Each town has a chief officer to plan the budget and supervise the various departments. The chief officer may be the town supervisor, town manager, town board, or, in the New England states, the town meeting.